

Exhibit 1

Proposed Order

**UNITED STATE BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----)	
In re:)	Chapter 11
)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u>,)	Case No. 12-120120 (MG)
)	
Post-Effective Date Debtors.)	Jointly Administered
-----)	

**ORDER GRANTING MOTION OF THE RESCAP LIQUIDATING TRUST FOR AN
ORDER PURSUANT TO BANKRUPTCY CODE SECTION 105(a) AND BANKRUPTCY
RULE 9019 APPROVING SETTLEMENT AGREEMENT BETWEEN DEBTOR
GMAC MORTGAGE, LLC AND BAY-VALLEY MORTGAGE GROUP**

Upon the motion (the “Motion”),¹ of The ResCap Liquidating Trust (the “Liquidating Trust”) on behalf of the above-captioned post-effective date debtors in these Chapter 11 cases (collectively, the “Debtors”), pursuant to Bankruptcy Code section 105(a) and Bankruptcy Rule 9019 for approval of that certain settlement agreement (the “Settlement Agreement”) dated August 6, 2013, entered into between Debtor GMAC Mortgage, LLC, and Bay-Valley; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and upon consideration of the Horst Declaration; and due and proper notice of the Settlement Agreement, the Motion and the relief requested therein having been provided to all parties in interest in the Chapter 11 Cases, and no other or further notice being necessary; and the Court having reviewed the Settlement Agreement; and after due deliberation and for good cause shown, it is

¹ Capitalized terms not defined herein have the meanings ascribed to them in the Motion.

ADJUDGED, FOUND AND DETERMINED:

A. The legal and factual bases set forth in the Motion establish just and sufficient cause to grant the relief requested therein.

B. The Settlement Agreement and the transactions contemplated thereby, including the releases given therein, meet the standards established by the Second Circuit for the approval of a compromise and settlement in bankruptcy, and are reasonable, fair and equitable and supported by adequate consideration.

C. The Settlement Agreement and the transactions contemplated thereby, including the releases given therein, are in the best interests of the Debtors, the Liquidating Trust, the beneficiaries of the Liquidating Trust, and all other parties in interest.

NOW, THEREFORE, IT IS HEREBY ORDERED:

1. The Motion is granted.
2. Any and all objections to the Motion or the relief requested therein that have not been withdrawn, waived or settled, and all reservations of rights included therein, are hereby overruled on the merits.
3. The Settlement Agreement is hereby approved pursuant to Bankruptcy Rule 9019(a) and the applicable decisional case law, and, pursuant to the terms and conditions of the Settlement Agreement, the Debtors and the Liquidating Trust are hereby authorized and directed to take any and all actions as may be necessary to effectuate and implement the Settlement Agreement.

4. This Court shall retain jurisdiction with respect to all matters arising out of or relating to the implementation, interpretation and/or enforcement of this Order.

Dated: _____, 2014
New York, New York

THE HONORABLE MARTIN GLENN
UNITED STATES BANKRUPTCY JUDGE